

KIRKLAND & ELLIS LLP
David J. Zott, P.C. (*admitted pro hac vice*)
Jeffrey J. Zeiger (*admitted pro hac vice*)
300 North LaSalle Street
Chicago, Illinois 60654
Telephone: (312) 862-2000
Facsimile: (312) 862-2200

*Attorneys for Tronox Incorporated, Tronox
Worldwide LLC, and Tronox LLC*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re

TRONOX INCORPORATED, *et al.*,

Debtors.

TRONOX INCORPORATED, TRONOX
WORLDWIDE LLC f/k/a Kerr-McGee
Chemical Worldwide LLC, and TRONOX
LLC f/k/a Kerr-McGee Chemical LLC,

Plaintiffs,

v.

ANADARKO PETROLEUM
CORPORATION and KERR-MCGEE
CORPORATION,

Defendants.

THE UNITED STATES OF AMERICA,

Plaintiff- Intervenor,

v.

TRONOX, INC., TRONOX WORLDWIDE
LLC, TRONOX LLC, KERR-MCGEE
CORPORATION and ANADARKO
PETROLEUM CORPORATION,

Defendants.

)
) Chapter 11
)

) Case No. 09-10156 (ALG)
)

) Jointly Administered
)

)
) Adversary Proceeding No. 09-01198 (ALG)
)

**EX PARTE MOTION FOR ENTRY OF AN ORDER AUTHORIZING
PLAINTIFFS TO FILE PLAINTIFFS' REPLY IN SUPPORT OF
THEIR MOTION TO COMPEL THE PRODUCTION OF
DOCUMENTS FROM DEFENDANTS AND EXHIBITS TO THE
DECLARATION OF JEFFREY J. ZEIGER PARTIALLY UNDER SEAL**

The above-captioned Plaintiffs (collectively, "Tronox") hereby file this motion seeking entry of an order, in substantially the form attached hereto as Exhibit A, authorizing Tronox to file portions of Plaintiffs' Reply in Support of Their Motion to Compel the Production of Documents from Defendants (the "Reply Brief") and exhibits to the Declaration of Jeffrey J. Zeiger in Support of Plaintiffs' Reply (the "Zeiger Declaration") under seal. In support of this Motion, Tronox respectfully states as follows:

Jurisdiction

1. This Court has jurisdiction over this Motion under 28 U.S.C. §§ 157 and 1334. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b).
2. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.
3. The statutory predicates for the relief requested herein are section 107(b) of Title 11 of the United States Code (the "Bankruptcy Code"), Rule 9018 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), and Rule 9077-1(b) of the Local Rules for the United States Bankruptcy Court for the Southern District of New York (the "Local Bankruptcy Rules").

Background

4. Pursuant to this Court's March 16, 2009 Agreed Protective Order [Case No. 09-10156, Dkt No. 248] (the "Protective Order"), any entity participating in discovery in the related adversary proceeding *Tronox Inc., et al. v. Anadarko Petroleum Corp., et al.* [Adversary Proceeding No. 09-01198] (the "Adversary Proceeding") can designate discovery materials as "Confidential" or "Confidential Outside Counsel's Eyes Only." (Protective Order ¶¶ 1–2) In the event a party decides to file papers containing information derived from discovery materials designated as "Confidential" or "Confidential Outside Counsel's Eyes Only," the Protective Order

requires that party to file such papers under seal. (*Id.* ¶ 17) Sealed papers can be released from seal “only as provided by agreement of the undersigned parties or order of the Court.” (*Id.*)

5. Tronox’s Reply Brief and exhibits to the Zeiger Declaration include information based on documents and deposition testimony designated as “Confidential” or “Confidential - Joint Privileged.” Accordingly, Tronox seeks leave to file portions of the Reply Brief and exhibits to the Zeiger Declaration under seal to ensure compliance with the Protective Order.

Relief Requested

6. By this motion, Tronox seeks entry of an order, substantially in the form attached hereto as Exhibit A, authorizing it to file copies of the Reply Brief and exhibits to the Zeiger Declaration partially under seal in accordance with Section 107(b) of the Bankruptcy Code and the Protective Order, and directing that the Reply Brief and exhibits to the Zeiger Declaration shall remain under seal and confidential, and not be made available to anyone without the consent of the parties or further order of the Court. Tronox intends to file redacted versions of the Reply Brief and exhibits to the Zeiger Declaration publicly. Tronox will serve unredacted versions of the Reply Brief and exhibits to the Zeiger Declaration on the Court as well as counsel to Anadarko and the other parties to the Protective Order, including the Official Committee of Unsecured Creditors (the “Creditors Committee”), the Official Committee of Equity Security Holders (the “Equity Committee”), the United States of America (the “United States”), and Credit Suisse, in its capacity as the Administrative Agent for the Debtors’ Prepetition Credit Agreement (the “Prepetition Agent”).

Basis for Relief Requested

7. Section 107(b) of the Bankruptcy Code provides courts with the power to issue orders that will protect entities from potential harm that may result from the disclosure of certain confidential information. 11 U.S.C. § 107(b)(1) (“On request of a party in interest, the bankruptcy court shall ... protect an entity with respect to a trade secret or confidential research, development,

or commercial information.”). Bankruptcy Rule 9018 provides, in part, that “on motion ...the court may make any order which justice requires ... to protect the estate or any entity in respect of a trade secret or other confidential research, development, or commercial information” Fed. R. Bankr. P. 9018.

8. In addition, the Protective Order requires Tronox to seek the relief requested.
(Protective Order at ¶ 17)

Reason for Proceeding on *Ex Parte* Basis

9. Tronox is proceeding on an *ex parte* basis, as opposed to notice and a hearing, because Tronox has an immediate need to file its Reply Brief and Zeiger Declaration under seal. Tronox must file its Reply Brief and Zeiger Declaration with sufficient promptness to allow the Court to fully consider the arguments set forth in the Reply Brief before the February 1, 2011 hearing. Lack of notice and hearing will not prejudice any party. Indeed, Tronox, Anadarko, the Creditors Committee, the Equity Committee, the United States, and the Prepetition Agent have all agreed to the Protective Order, which requires that material designated as confidential be filed under seal and not released unless “provided by agreement of the undersigned parties or order of the Court.” (*Id.*)

Motion Practice

10. This Motion includes citations to the applicable rules and statutory authorities upon which the relief requested herein is predicated, and a discussion of their application to this Motion. Accordingly, Tronox respectfully submits that this Motion satisfies Local Rule 9013(a).

Notice

11. Tronox has provided notice of this Motion to: (a) counsel to Anadarko; (b) counsel to the Prepetition Agent; (c) counsel to the Creditors Committee; (d) counsel to the Equity Committee; and (e) the Office of the United States Attorney for the Southern District of New York.

In light of the nature of the relief requested, Tronox respectfully submits that no further notice is necessary.

No Prior Request

12. No prior application for the relief requested herein has been made to this or any other court.

Dated: January 31, 2011

Respectfully submitted,

/s/ Jeffrey J. Zeiger

David J. Zott, P.C.
Jeffrey J. Zeiger
KIRKLAND & ELLIS LLP
300 North LaSalle
Chicago, Illinois 60654-3406
Telephone: (312) 862-2000
Facsimile: (312) 862-2200

*Attorneys for Tronox Incorporated, Tronox
Worldwide LLC, and Tronox LLC*

CERTIFICATE OF SERVICE

The undersigned hereby certifies that on January 31, 2011, a true and correct copy of the foregoing ***EX PARTE* MOTION FOR ENTRY OF AN ORDER AUTHORIZING PLAINTIFFS TO FILE PLAINTIFFS' REPLY BRIEF IN SUPPORT OF THEIR MOTION TO COMPEL THE PRODUCTION OF DOCUMENTS FROM DEFENDANTS AND EXHIBITS TO THE DECLARATION OF JEFFREY J. ZEIGER PARTIALLY UNDER SEAL** was served on the following counsel of record as indicated below.

Via email rtrust@cravath.com

Robert Trust
CRAVATH, SWAINE & MOORE LLP
Worldwide Plaza
825 Eighth Avenue
New York, NY 10019-7475

Via email Robert.Yalen@usdoj.gov

Robert William Yalen
Assistant United States Attorney Counsel for
the United States
6 Chambers Street
New York, New York 10007

Via email david.crichlow@pillsburylaw.com

David A. Crichlow
Craig A. Barbarosh
Karen B. Dine
PILLSBURY WINTHROP SHAW PITTMAN LLP
1540 Broadway
New York, New York 10036

Via email joseph.pantoja@usdoj.gov

Joseph Pantoja
Assistant U.S. Attorney
Southern District of New York
86 Chambers Street
New York, New York 10007

Via email and overnight mail

jason.billeck@weil.com

Melanie Gray (*admitted pro hac vice*)
Lydia Protopapas (LP 8089)
Jason W. Billeck (*admitted pro hac vice*)
WEIL, GOTSHAL & MANGES LLP
700 Louisiana, Suite 1600
Houston, Texas 77002

Via email richard.rothman@weil.com

Richard A. Rothman (RR 0507)
Bruce S. Meyer (BM 3506)
Lori L. Pines (LP 3005)
WEIL, GOTSHAL & MANGES LLP
767 Fifth Avenue
New York, New York 10153

Via email jim.dragna@bingham.com

James J. Dragna (*admitted pro hac vice*)
BINGHAM MCCUTCHEN LLP
355 South Grand Avenue, Suite 4400
Los Angeles, California 90071

Via email duke.mccall@bingham.com

Duke K. McCall, III (*admitted pro hac vice*)
BINGHAM MCCUTCHEN LLP
2020 K Street, NW
Washington, DC 20006

Via email dmark@kasowitz.com

David J. Mark, Esq.
KASOWITZ BENSON TORRES & FRIEDMAN
1633 Broadway
New York, New York 10019

/s/ Jeffrey J. Zeiger
Jeffrey J. Zeiger